

Exhibit B
SCC Articles of Incorporation and
Certificate of Authority to Transact Business in Illinois
12 Pages
September 14, 2000

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SCC COMMUNICATIONS CORP.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 12 O'CLOCK P.M.

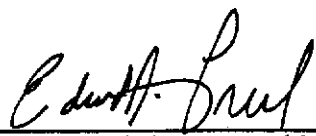
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2351472 8100

001340385


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0540123

07-05-00

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF SCC COMMUNICATIONS CORP.**
a Delaware corporation

SCC Communications Corp. (the "corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on September 17, 1993. The Certificate of Incorporation of the corporation was amended pursuant to a Certificate of Amendment of Certificate of Incorporation of the corporation filed with the Secretary of State of the State of Delaware on each of April 28, 1994; January 26, 1995; and March 5, 1996.
2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, the Amended and Restated Certificate of Incorporation was adopted by the corporation's Board of Directors and stockholders, the stockholders of the corporation having approved the Amended and Restated Certificate of Incorporation by the written consent of the holders of at least a majority of the outstanding share in accordance with Section 228 thereof, and written notice having been given in accordance with the requirements of such Section. The Amended and Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of this corporation.
3. The text of the Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

ARTICLE I

The name of this corporation is SCC Communications Corp.

ARTICLE II

The address of this corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the Delaware General Corporation Law.

ARTICLE IV

1. **Classes of Stock.** This corporation is authorized to issue two classes of stock, denominated Common Stock and Preferred Stock. The Common Stock shall have a par value of \$0.001 per share and the Preferred Stock shall have a par value of \$0.001 per share. The total number of shares of Common Stock which the Corporation is authorized to issue is Thirty Million (30,000,000), and the total number of shares of Preferred Stock which the Corporation is authorized to issue is Fifteen Million (15,000,000), which shares of Preferred Stock shall be undesignated as to series. Upon the filing of this Amended and Restated Certificate of Incorporation, each three (3) outstanding shares of Common Stock shall be converted into one (1) share of Common Stock, as the case may be (the "Stock Split"). No fractional shares of Common Stock or Preferred Stock, as the case may be, shall be issued upon the Stock Split.

2. **Issuance of Preferred Stock.** The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing one or more certificates pursuant to the Delaware General Corporation Law (each, a "Preferred Stock Designation"), to fix or alter from time to time the designations, powers, preferences and rights of each such series of Preferred Stock and the qualifications, limitations or restrictions thereof, including without limitation the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly-unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

3. **Rights, Preferences, Privileges and Restrictions of Common Stock**

(a) **Dividend Rights.** Subject to the prior or equal rights of holders of all classes of stock at the time outstanding having prior or equal rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

(b) **Redemption.** The Common Stock is not redeemable upon demand of any holder thereof or upon demand of this corporation.

(c) **Voting Rights.** The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE V

1. **Exculpation.** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to further reduce or to authorize, with the approval of the corporation's stockholders, further reductions in the liability of the corporation's directors for breach of fiduciary duty, then a director of the corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended.

2. **Indemnification.** To the extent permitted by applicable law, this corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the corporation, its stockholders, and others.

3. **Effect of Repeal or Modification.** Any repeal or modification of any of the foregoing provisions of this Article V shall be prospective and shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE VI

Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the corporation.

ARTICLE VII

No holder of shares of stock of the corporation shall have any preemptive or other right, except as such rights are expressly provided by contract, to purchase or subscribe for or receive any shares of any class, or series thereof, of stock of the corporation, whether now or hereafter

authorized, or any warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any share of any class, or series thereof, of stock; but such additional shares of stock and such warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any shares of any class, or series thereof, of stock may be issued or disposed of by the Board of Directors to such persons, and on such terms and for such lawful consideration as in its discretion it shall deem advisable or as the corporation shall have by contract agreed.

ARTICLE VIII

The corporation is to have a perpetual existence.

ARTICLE IX

The corporation reserves the right to repeal, alter, amend or rescind any provision contained in this Amended and Restated Certificate of Incorporation and/or any provision contained in any amendment to or restatement of this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X

The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws by the requisite affirmative vote of Directors as set forth in the Bylaws; provided, however, that the stockholders may change or repeal any bylaw adopted by the Board of Directors by the requisite affirmative vote of stockholders as set forth in the Bylaws; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

ARTICLE XI

No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws, and no action shall be taken by the stockholders by written consent.

ARTICLE XII

Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation."

SIGNATURES

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed under the seal of this corporation this 29th day of June, 1998.

SCC COMMUNICATIONS CORP.,
a Delaware corporation

By: _____

John G. Lewis
Assistant Secretary

STATE OF COLORADO)

) ss.

CITY & COUNTY OF DENVER)

Subscribed and sworn to before me this 29th day of June, 1998, by John G. Lewis as Assistant Secretary of SCC Communications Corp., a Delaware corporation.

WITNESS my hand and official seal.

Shirley H. Jantz
Notary Public

My commission expires: March 31, 2001





To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that SCC COMMUNICATIONS CORP., INCORPORATED IN THE STATE OF DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON JUNE 3, 1994, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS*****

In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____ **25TH**
day of _____ **JUNE** *A.D., 19* _____ **98**



George H Ryan

SECRETARY OF STATE

YEAR OF 1998
FILE PRIOR TO: 06/01/98

STATE OF ILLINOIS
FOREIGN CORPORATION ANNUAL REPORT
PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

CORPORATION
FILE NO.
F 5783-956-2

1.) **NOTE:** A Change in the registered agent and/or registered office may only be effected by filing form BCA-5.10/5.20. If there have been any changes in items 6. or 7a; the enclosed BCA-14.30 must be completed and submitted in the same envelope.

FILED
JUN 23 1998

Check #28521
Replaced by check #
28708

2.) CORPORATE NAME, REGISTERED AGENT, REGISTERED OFFICE, CITY, IL STATE CODE

SCC COMMUNICATIONS CORP.
% C T CORPORATION SYSTEM
208 SOUTH LASALLE STREET
CHICAGO, IL. 60604-1136

060332
GEORGE H. RYAN
SECRETARY OF STATE

COOK
COUNTY

3a.) State or Country of incorporation: DE

3b.) Date Qualified To Do Business In IL: 06/03/1994

4.) The names and residential addresses of ALL officers & directors MUST be listed here!

OFFICE	NAME	NUMBER & STREET	CITY	STATE	ZIP
President	George Heinrichs	6285 Lookout Rd.	Boulder	CO	80301
Secretary	Nancy Hamilton	6285 Lookout Rd.	Boulder	CO	80301
Treasurer	Nancy Hamilton	6285 Lookout Rd.	Boulder	CO	80301
Director	John Hill	885 Arapahoe Ave	Boulder	CO	80302
Director	David Kronfeld	205 N Michigan Ave. Ste 808	Chicago	IL	60601
Director	Darrell Williams	30 S Wacker Dr 37th Fl	Chicago	IL	60606

5.) If 51% or more of the stock is owned by a minority or female, please check appropriate box ☐ Minority Owned ☐ Female Owned

6.) Number of shares authorized and issued (as of 03/31/93):

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
COMMON		.00100	30000000	5,983,602
PREFERRED		.00100	4545455	4545455.000
PREFERRED		.00100	3030304	3030304.000
PREFERRED		.00100	1326993	1326993.000

IF MORE THAN FOUR CLASSES OF SHARES, LIST ON AN 8 1/2 BY 11 ATTACHMENT

IMPORTANT! Whenever the amount in item 6 or 7a differs from the Secretary of State's records, the enclosed BCA 14.30 must be completed.

7a.) The amount of paid-in capital as of 03/31/93 is: \$ 16,749,573

7b.) The Paid-in Capital on record with the Secretary of State is: \$ 14 337 750

(Paid-in Capital reflects the sum of the stated Capital and Paid-in surplus.)

8.) By  C.O.O. 6/4/98
(ANY AUTHORIZED OFFICER'S SIGNATURE) (Title) (Date)

EXPEDITED

JUN 23 1998

RETURN TO:

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-7808

ITEM 8 MUST BE SIGNED!

Under the penalty of perjury and as an authorized officer, I declare that this annual report, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

(PLEASE COMPLETE THE REVERSE SIDE OF THIS REPORT)

PRESIDENT GEORGE K HEINRICHS 6285 LOOKOUT RD BOULDER CO 80301

SECRETARY NANCY K HAMILTON SAME

F 5783-956-2

IF THE ABOVE OFFICERS' NAMES AND ADDRESSES ARE MISSING OR HAVE CHANGED, ENTER ONLY THE ADDITIONS OR CORRECTIONS BELOW.

File No.

PRESIDENT

NAME

STREET ADDRESS

CITY

STATE

ZIP CODE

SECRETARY

NAME

STREET ADDRESS

CITY 34379629 STATE

ZIP CODE

ENTER FEDERAL EMPLOYER IDENTIFICATION NUMBER IF NOT PRINTED =

(Item 9, OR 10.(a.) OR 10.(b.) whichever is applicable, **MUST** be completed)

9. The amounts stated in parts (a) through (e) below are given for the twelve month period ending December 31, 19 97.

The value of the property (gross assets)

(a) owned by the corporation, wherever located, was.....(a) \$ 20,173,822
(b) of the corporation located within the state of Illinois was.....(b) \$ 1,000,567

The gross amount of business transacted by the corporation

(c) everywhere for the above period was.....(c) \$ 33,421,435
(d) at or from places of business in Illinois for the above period was.....(d) \$ 305,631

Give the location of the principal places of business of the corporation in each state where authorized to transact business and the gross amount of business transacted in each state for the above period. (If necessary attach a second sheet.)

$$\text{ALLOCATION FACTOR} = \frac{b + d}{a + c} = \frac{.024372}{(6 \text{ decimal places})}$$

(Write this figure on line 11b below.)

- 10.(a.) ☐ ALL property of the corporation is located in Illinois and ALL business of the corporation is transacted at or from places of business in Illinois.
(b.) ☐ the corporation ELECTS to pay franchise tax on the basis of 100% of its total paid-in capital.

ALLOCATION FACTOR = 1.00000 (Write this figure on line 11b below.)

STOP! Item 9 or 10 must be completed before continuing TO Item 11.

11. ANNUAL FRANCHISE TAX AND FEES

(a.) Total Paid-in Capital (Enter amount from Item 7a from the other side of report. If late, enter the greater of 7a or 7b.)	a.	16,749,573	
(b.) ALLOCATION FACTOR (Enter from Item 9 or Item 10 above)	b.	x .024372	
(c.) ILLINOIS CAPITAL (Multiply line (a.) by line (b.))	c.	408,220.59	
(d1.) Multiply line (c.) by .001 (Round to nearest cent)	d1.	408.22	
(d2.) ANNUAL FRANCHISE TAX (Enter amount from line (d1.), but not less than \$25)	d2.	408.22	408.22
(e1.) If Annual Report is late, multiply line (d2.) by .10	e1.	40.82	
(e2.) If Annual Franchise Tax is late, multiply line (d2.) by .01 for each month late or part thereof (minimum \$1.00)	e2.	4.08	
(e3.) INTEREST & PENALTIES (Add line (e1.) and line (e2.))	e3.		44.90
(f.) ANNUAL REPORT FILING FEE (\$25)	f.		+25.00
(g.) TOTAL ANNUAL FRANCHISE TAX, FEES, INTEREST, & PENALTIES DUE (Add line (d2.) + line (e3.) + line (f.))	g.		478.12

**MAKE CHECKS PAYABLE TO ILLINOIS SECRETARY OF STATE.
(PLACE CORPORATE FILE NUMBER ON CHECK.)**

IMPORTANT!

If there have been changes in Item 6 or 7, the enclosed form BCA 14.30 must be executed and submitted with this annual report in the same envelope.

SCC Communications Corp.
State of Illinois Foreign Corp. Annual Report
Filing Year 1997

6) Number of shares authorized and issued as of 3/31/98 continued:

Description	Authorized	Issued	Par Value per share
Preferred Series D	2,736,369	2,736,369	0.001
Preferred Series E	3,250,144	3,250,144	0.001
Preferred Series F	3,676,471	3,676,471	0.001

(rev. Jan. 1997)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

CUMULATIVE REPORT OF CHANGES IN ISSUED SHARES AND IN PAID-IN CAPITAL

Date 06-23-98

License Fee \$
Franchise Tax \$
Filing Fee \$
Penalty \$
Interest \$
Approved: MR

1. CORPORATE NAME: SCC COMMUNICATIONS CORP.2. STATE OR COUNTRY OF INCORPORATION: DELAWARE06/05/1997

3. Authorized and issued shares as last reported:*

Class	Series	Par Value	Number Authorized	Number Issued
COMMON		.00100	30000000	<u>5542096</u>
PREFERRED		.00100	4545455	4545455.000
PREFERRED		.00100	3030304	3030304.000
PREFERRED		.00100	1326993	1326993.000

IF MORE THAN FOUR CLASSES OF SHARES, LIST ON AN 8 1/2 BY 11 ATTACHMENT

4. Paid-in Capital as last reported: * \$ 14 337 750

* IF ANY DOCUMENT OTHER THAN AN ANNUAL REPORT

5. CURRENT REPORTING PERIOD TRANSACTIONS: (NOTE 1) 04/97 - 03/31/98

List the total issuances and exchanges of shares by class not previously reported to the Secretary of State and give the value of the entire consideration received (less expenses paid or incurred in connection with such issuances) and added or transferred to paid-in capital for or on account of such shares.

List the total amount added or transferred to paid-in capital without the issuance of shares. (Contributions)

* List the total of all cancellations of shares by class not previously reported to the Secretary of State and the cost from Paid-in Capital for acquiring such shares.

	Class of Shares	Series	Par Value	Number of Shares	Consideration Received/Cost
Issuance or Contributions	Common		.001	441,506	\$ 151,526
					\$ 129,156
					\$ 210,612
					\$ 399,996
					1,520,533
Cancellations					\$ ()
					\$ ()
					\$ ()
Cumulative Change (enter on line (6a) below) (NOTE 2)					\$ 2,411,823

6. FRANCHISE TAX AND FEES:

(No additional franchise tax is due when cumulative change is negative amount.)

(a.) CUMULATIVE CHANGE	a.	2,411,823	
(b.) APPLICABLE ALLOCATION FACTOR (NOTE 3)	b.	.040957	
(c.) TAXABLE ILLINOIS CAPITAL (Multiply line (a) by line (b))	c.	98,781.03	
(d.) Multiply line (c) by .0015 (Round to nearest cent)	d.	148.17	
(e.) ADDITIONAL FRANCHISE TAX (Enter amount from line (d))	e.	148.17	
(f.) If Cumulative Report is late, multiply line (e) by .10 (Penalty)	f.	14.81	
(g.) If Additional Franchise Tax is late, multiply line (e) by .01 for each month late or part thereof (Interest)	g.	1.48	
(h.) FILING FEE (\$5)	h.	5.00	
(i.) TOTAL AMOUNT DUE (Add line (e) + line (f) + line (g) + line (h))	i.	169.46	

(ITEMS 8 & 9 MUST BE COMPLETED)

7. TRANSACTIONS OCCURRING DURING PREVIOUS REPORTING PERIOD(S) AND NOT REPORTED TO THE SECRETARY OF STATE: (NOTE 4)

(The Secretary of State will compute fees, taxes, and penalties resulting from the following transactions.)

Date	Class of Shares	Series	Par Value	Number of Shares	Consideration Received/Cost
Issuance or Contributions					\$
					\$
					\$
					\$
Cancellations					\$ ()
					\$ ()
					\$ ()

8. Authorized and issued shares after changes:

Class	Series	Par Value	Number Authorized	Number Issued
Common		.001	30,000,000	5,983,602
Preferred	A	.001	4,545,455	4,545,455
Preferred	B	.001	3,030,304	3,030,304
Preferred	C	.001	1,326,983	1,326,983
Preferred	D	.001	2,736,369	2,736,369
Preferred	E	.001	3,250,144	3,250,144
Preferred	F	.001	3,676,471	3,676,471

9. Paid-in Capital after changes: \$ 16,749,573

("Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

EXPEDITED

ITEM 10 MUST BE SIGNED

10. The undersigned corporation has caused this statement to be signed and attested by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

SECRETARY OF STATE

Dated 29 May, 1998
 attested by Nancy K. Hamilton
 (Signature of Secretary or Assistant Secretary)
Nancy K. Hamilton, CFO
 (Type or Print Name and Title)

SCC Communications Corp.
 (Exact Name of Corporation)
 by John Sims
 (Signature of President or Vice President)
John Sims, COO
 (Type or Print Name and Title)

NOTES

Note 1. "Current reporting period" for a corporation which has not established an extended filing month means the 12 month period ending with the last day of the third month prior to its anniversary month in the current year. In the case of corporation which has established an extended filing month, the "current reporting period" refers to the 12 month period ending with the corporation's most recent fiscal year end.

Note 2. "Cumulative change" means the difference arrived at by subtracting all reductions in paid-in capital (if any) from all increases in paid-in capital (if any).

Note 3. "Applicable allocation factor" means the allocation factor established at the time of filing the annual report for the previous year. However, if no annual report was filed for the previous year, the applicable allocation factor will be that factor established on the articles of incorporation for a domestic corporation or on the application for original certificate of authority for a foreign corporation.

Note 4. "Previous reporting period" means any time period occurring prior to the current reporting period.

Note 5. If there have been changes reported in item 5 or 7 of the 14.30, Form 14.30 must be submitted with the enclosed Annual Report, in the same envelope.